



RECORDATION NO. 29828 FILED

JUL 12 '11 -5 4 6 PM

SURFACE TRANSPORTATION BOARD

July 12, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief

Please find attached one original of the Memorandum of Railroad Equipment Lease Agreement dated as of June 17, 2011 between the following parties:

Lessee	Mid-State Recycling Company 109 Springdale Drive Glasgow, KY 42142-1807
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Lessor	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202
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Please see Exhibit A for the equipment, (20) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of June 17, 2011 related to twenty (20) railcars bearing reporting marks DJTX 79035 – 79054, inclusive.

Please file this agreement as a primary document. The filing fee in the amount of \$41.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie Woodard
Documentation Coordinator

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**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 17th day of June, 2011, is intended to evidence the lease dated as of June 17, 2011 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **MID-STATE RECYCLING COMPANY** ("Lessee"), a Kentucky corporation, for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty (20) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature

THE DAVID J. JOSEPH COMPANY

MID-STATE RECYCLING COMPANY

By Kelly C. Poellein

By Grant Frasier

Name Kelly C. Poellein

Name Grant Frasier

Title Vice President, Finance - Brokerage

Title President

Date June 17, 2011

Date June 17, 2011

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 17th day of June, 2011, by Kelly C. Poellein, the Vice President, Finance - Brokerage of The David J Joseph Company, a Delaware corporation, on behalf of the corporation

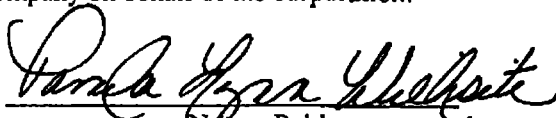

Notary Public

My Commission has no expiration

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147 03 O.R.C.

STATE OF KENTUCKY)
) SS:
COUNTY OF BARREN)

The foregoing instrument was acknowledged before me this 23 day of June, 2011, by Grant Frasier, the President of Mid-State Recycling Company on behalf of the corporation.


Notary Public

My Commission expires

9-21-2014

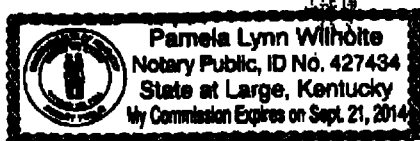


EXHIBIT A

To the Memorandum of Lease dated June 17, 2011, between The David J. Joseph Company and Mid-State Recycling Company

DESCRIPTION OF UNITS

Twenty (20) railcars bearing reporting marks:

DJTX079035
DJTX079036
DJTX079037
DJTX079038
DJTX079039
DJTX079040
DJTX079041
DJTX079042
DJTX079043
DJTX079044
DJTX079045
DJTX079046
DJTX079047
DJTX079048
DJTX079049
DJTX079050
DJTX079051
DJTX079052
DJTX079053
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